

# **National Guard Executive Directors Association Bylaws**

(As of January 2023)

## **ARTICLE I - NAME**

The name of this organization shall be the National Guard Executive Directors Association.

## **ARTICLE II - MISSION**

The mission of this Association shall be as follows:

SECTION A: To provide a forum for the exchange of timely information of common interest for the mutual benefit of members and the organizations they represent.

SECTION B: To encourage and assist, when feasible, each state, commonwealth, territory and the District of Columbia to organize and maintain a National Guard Association.

SECTION C: To participate in improving the operational readiness, training and image of the National Guard on both state and national levels.

## **ARTICLE III - MEMBERSHIP**

### **SECTION A:**

1. STATE. Each state, commonwealth, territory and the District of Columbia shall be entitled to one voting membership in the Association. This membership shall be limited to that state, commonwealth, territory or District of Columbia organization of which a portion of the active members are entitled to join the National Guard Association of the United States (NGAUS).

### **2. INDIVIDUAL.**

a. ACTIVE. Active membership shall include executive directors/secretaries, elected officers, managers and insurance administrators of state national guard associations who, by virtue of their election or appointment, perform routine administrative/fiscal functions or administer the group life insurance program for the associations and who meet membership requirements: make application, are accepted and remain in good standing by paying current dues. Active membership may be denied for cause by the majority vote of those present and voting at an annual or special meeting of the Association. (Amended January 2003)

b. ALUMNI. Alumni membership shall include former members of this Association who meet membership requirements: make application, are accepted by the Executive Committee, and remain in good standing by paying current dues. Alumni Members are not allowed to cast a state vote. (Amended January 2014)

c. HONORARY. Honorary membership shall include those individuals who have rendered a conspicuous service to this Association and who are elected by a majority vote of the Executive Committee of the Association. (Amended January 2012)

3. CORPORATE. Corporate membership shall include any company, firm, organization, or corporation upon approval of the Executive Committee and payment of an annual corporate membership fee. Neither corporate members nor their employees shall have voting rights in this Association.

## **ARTICLE IV - DUES AND FISCAL YEAR**

### **SECTION A:**

1. STATES. The state, commonwealth, territory or District of Columbia organization entitled to a voting membership in the Association shall annually, on or before the convening of the annual

meeting, pay dues in the amount of three hundred dollars to the Immediate Past President-Treasurer. Dues so paid shall be for the year then beginning. Organizations not paying the required dues within the time specified shall not be entitled to vote on Association business until those delinquent dues are remitted to the Immediate Past President-Treasurer. State dues shall include four individual, active memberships. These names shall be provided to the Secretary and Immediate Past President-Treasurer at the time of remittance of the state dues. (Amended September 2016)

## 2. INDIVIDUAL.

a. ACTIVE. Active members shall pay dues annually to the Immediate Past President-Treasurer, on or before the convening of the annual meeting, in the amount of thirty dollars. (Amended September 2016)

b. ALUMNI. Alumni members shall pay dues annually to the Immediate Past President-Treasurer, on or before the convening of the annual meeting, in the amount of twenty dollars. (Amended September 2016)

c. HONORARY. Honorary members shall not pay dues.

3. CORPORATE. Corporate members shall pay dues annually to the Immediate Past President-Treasurer, on or before the convening of the annual meeting, in the amount of two hundred dollars. (Amended September 2016)

SECTION B: FISCAL YEAR. The fiscal year of the Association shall be November 1 to October 31.

## ARTICLE V - ELECTIONS

SECTION A: PROCEDURE. Each year a Second Vice President shall be elected by the membership. Nominees must have at least two years experience with a state association and served one year as an active member of the National Guard Executive Directors' Association, as defined in Article III - Membership, Section A, Para 2. (Amended January 2023). The progression of elected officers will be Second Vice-President, First Vice President, President, and Immediate Past President-Treasurer, and will occur yearly upon election of a new Second Vice-President. On the first day of the annual meeting, the nominating committee shall present a nominee for Second Vice-President. At the same time, the presiding officer shall receive written or oral nominations from the voting membership. The elections shall be held on the last day of the annual meeting. Balloting shall be by secret ballot and a plurality of votes shall determine the winner. Election of the Elected Officer Representative shall occur in the elected officer breakout session. The Elected Officer Representative shall serve a one-year term. If there is no contest for an office, the Secretary may be instructed to cast one ballot for the nominee and that individual shall be declared to be elected. The Secretary shall rule on the eligibility of members to vote in any election or on any issue. That ruling shall be subject to confirmation by a majority vote of the voting membership. (Amended September 2016)

SECTION B: VACANCIES. If a vacancy occurs in the office of President, the First Vice-President shall assume the President's duties. If a vacancy occurs in the office of First Vice-President, the Second Vice-President shall assume the First Vice-President's duties. If a vacancy occurs in both the office of President and First Vice-President, the Second Vice-President shall assume the duties of the

President. Vacancies remaining in these offices or the office of Immediate Past President-Treasurer or the office of Elected Officer Representative, after the provisions of this Section have been complied with, shall be filled by a consensus of the Executive Committee and these officers shall serve until the next annual meeting or until their successors are elected and qualified. If a vacancy occurs in the office of Secretary, the Executive Committee shall appoint a member of the Association to serve at the discretion of the Executive Committee. (Amended September 2016)

SECTION C: TERMS. Officers shall take office at the time of election. The Secretary shall certify the results of the election. (Amended September 2016)

SECTION D: OATH OF OFFICE. The oath of office is as follows: "I swear (or affirm) that I will execute the duties and fulfill the responsibilities of the office of which I am about to enter to the best of my abilities, and without reservation. I will uphold the highest ethical standards and deal fairly with all concerned. My sole purpose for entering this office will be to promote the aims of the association." Officers answer "I will." (Amended September 2016)

SECTION E: WAR OR NATIONAL EMERGENCY CLAUSE (Added January 2023)

(a) This clause may be invoked by majority vote of NGEDA Executive Committee in the event of war or national emergency proclaimed by the President of the United States or declared by the Congress of the United States. This clause, when invoked, shall take precedence over any conflicting provision of the By-Laws of this Association.

(b) The tenure in office of each Officer of NGEDA Executive Committee, if determined by a majority vote of NGEDA Executive Committee, is extended for the duration of the war or national emergency and for six months thereafter or until the Executive Committee, by majority vote, determines that this article shall no longer remain in effect;

(c) NGEDA Executive Committee may, by a two-thirds vote, replace an Officer unable to fulfill his duties due to war or national emergency;

(d) The Board may, by two-thirds vote, suspend the operation of any provision of Article VI and/or Article VIII.

## **ARTICLE VI - OFFICERS**

### **SECTION A:**

1. **PRESIDENT.** The President shall call and conduct all annual and special meetings, shall be responsible for the direction and administration of the affairs of the Association between special and annual meetings, shall appoint all standing and ad hoc (special) committees as well as name the Chair and Secretary thereof, shall be an ex officio member of all committees and shall give at least two reports to the members: an interim report at the annual NGAUS conference and a final report at the Association's annual meeting. (Amended September 2016)

2. **FIRST VICE-PRESIDENT.** The First Vice-President shall perform the duties of the President in the absence or unavailability of that officer, and shall perform those duties assigned by the President.

3. **SECOND VICE-PRESIDENT.** The Second Vice-President shall perform the duties of the First Vice-President in the absence or unavailability of that officer, shall perform the duties of the

President in the absence or unavailability of both the First Vice-President and the President, and shall perform any duties as may be, from time to time, assigned by the President.

4. ELECTED OFFICER REPRESENTATIVE. The Elected Officer Representative shall represent the elected officers of the member state associations, and be currently serving as a state association officer when elected. (Amended January 2015)

5. SECRETARY. The Secretary shall serve as recorder at all annual and special meetings, shall be responsible for the day to day correspondence and record keeping of the Association, shall maintain all records, shall keep current voting and non-voting membership records. The Secretary shall be appointed by and serve at the discretion of the Executive Committee. (Amended September 2016)

6. IMMEDIATE PAST PRESIDENT-TREASURER. The Immediate Past President-Treasurer shall provide advice and continuity for the Executive Committee, and perform and duties as may be, from time to time, assigned by the President. The Immediate Past President-Treasurer shall receive all funds of the organization, keep an accurate record of receipts and expenditures, shall receive and account for all dues paid, shall be the custodian of all funds of the Association, shall pay all bills or other claims of the Association at the direction of the President, shall have an annual audit of the Association finances done by a member of the Executive Committee (and an independent audit conducted at the direction of the Executive Committee, but not less than every five years), and shall cause all required tax and corporate submissions, if any, to be timely filed and shall be bonded in an amount to be determined by the Executive Committee. He or she will present a financial statement at every meeting and at other times of the year when requested by the Executive Committee, and make a full report at the annual meeting. (Amended September 2016).

#### **ARTICLE VII - EXECUTIVE COMMITTEE**

SECTION A: MEMBERS. The members of the Executive Committee shall be President, First Vice-President, Second Vice-President, Elected Officer Representative, Secretary, and Immediate Past President-Treasurer. Votes of the Executive Committee shall be taken by the members, and reports of the actions of this group shall be submitted in writing to the next annual meeting to be incorporated into the records of the Association. (Amended September 2016)

SECTION B: AUTHORITY. The Executive Committee shall be invested with the authority usually given to a board of directors.

#### **ARTICLE VIII - MEETINGS**

SECTION A: ANNUAL MEETING. The Association shall hold an annual meeting during January or February of each year at a place, date and time to be determined by the President with the advice and consent of the Executive Committee. Normally, this meeting shall be held at the place of the next NGAUS general conference. The agenda shall include, but not be limited to, reports of the President, Secretary, Immediate Past President-Treasurer and committees, and nomination and election of officers. Usually, workshops will be held on topics of mutual interest to the state organizations. (Amended September 2016)

SECTION B: SPECIAL MEETINGS. The president may call special meetings of the membership upon fourteen days' notice to all state and individual members then in good standing. (Amended January 2015)

SECTION C: QUORUM. A quorum for duly called annual and special meetings shall be the majority of eligible and credentialed members attending. (Amended April 2021)

SECTION D: NGAUS. The president shall arrange for and conduct an informational meeting at the annual NGAUS General Conference. Association business may only be conducted at this session if the requirements for a special meeting of the membership, above, shall have been complied with in advance.

SECTION E: PARLIAMENTARY PROCEDURE. Annual, special, and committee meetings shall be conducted in accordance with the latest edition of Robert Rules of Procedure except as otherwise provided for in these bylaws. (Amended April 2021)

SECTION F: VOTING. Voting during the conduct of business at an annual or special meeting shall be by unit rule with one vote per state. This vote shall be cast by the designated representative or alternate of the organization possessing the voting membership. Voting in committees will be a majority vote. (Amended April 2021)

SECTION G: RESERVE AUTHORITY. All authority, not set forth in these bylaws, shall be reserved for the voting membership.

## **ARTICLE IX - COMMITTEES**

### **SECTION A: STANDING COMMITTEES.**

1. **BYLAWS COMMITTEE.** The Bylaws committee shall consist of three members serving staggered three year terms. Initially, the President shall appoint one member for a three year term, one member for a two year term and one member for a one year term. The Bylaws committee shall review all proposed bylaw amendments and submit their recommendations, if any, to the Secretary if not at an annual or special meeting, or to the membership directly if at an annual or special meeting. (Amended September 2016)

2. **NOMINATING COMMITTEE.** The Nominating committee shall consist of five members, at least two of which shall be Past Presidents of the Association and the Immediate Past President-Treasurer shall be the Chairman. All members shall serve for a one year term. Nominations may be made by any member to the nominating committee sixty days before the annual meeting. The committee shall then, by a consensus of the members, propose a slate of officers and forward same to the Secretary at least thirty days before the annual meeting. Nominating committee members shall be appointed, whenever possible, with as much representation of different regions of the United States as possible. The primary criterion for officer nomination shall be the individual's potential to provide consistent, participating leadership during the years of rotation through the chairs. (Amended September 2016)

3. **NGAUS CONFERENCE ADVISORY COMMITTEE.** The NGAUS Conference Advisory Committee shall consist of at least five members, one of whom shall be the Executive Director assigned to the NGAUS Committee on the General Conference. The members of the NGAUS Conference Advisory Committee shall be appointed by and serve at the discretion of the Executive Committee. The NGAUS Conference Advisory Committee shall review those NGAUS Conference

related matters referred to it and shall report the results thereof to the Executive Committee and to the next following annual or special meeting. The Executive Director assigned to the NGAUS Committee on the General Conference shall communicate any NGAUS Conference issues to the NGAUS Conference Advisory Committee. The terms of the Committee shall expire on the last day of February, and the sitting Executive Committee shall appoint replacement members. Should any member resign before completing their term, the Executive Committee shall appoint a replacement to serve the remainder of the term. (Amended January 2017)

4. FINANCE COMMITTEE. The Executive Committee shall serve as the Finance Committee. This committee shall prepare a budget, and shall oversee the finances of the Association. (Amended January 2015)

SECTION B: SPECIAL (AD HOC) COMMITTEES. The President may appoint members of and give charters to special (ad hoc) committees as needed.

SECTION C: OPERATIONS. Any active member may serve on standing and special committees providing that member remains in good standing by paying Association dues. Committee members may be removed from their position for cause by a vote of the Executive Committee at an annual or special meeting. The quorum for a committee meeting shall be those members attending, and actions accomplished by mail or telephone shall be valid. No committee votes shall be cast by proxy. Written records of all committee actions shall be promptly submitted to the Secretary. The committee chair shall normally call and conduct committee meetings. In the event that the chair fails or is unable to do so, a majority of the members of the committee may act in the place and stead of the chair. (Amended April 2021)

## **ARTICLE X - PAYROLL DEDUCTION COORDINATING BOARD (PDCB)/INSURANCE COMMITTEE**

SECTION A: PURPOSES: The purposes of the PDCB/Insurance Committee shall be:

1. to represent and assist those states which have signed a memorandum of agreement for National Guard payroll deduction systems in the administration of their state sponsored or state association sponsored group life insurance programs in all matters pertaining to the establishment, operation and/or improvement in the National Guard payroll deduction systems authorized by the Department of Defense;
2. to establish and maintain close coordination with the U.S. Army/U.S. Air Force Finance Centers on all matters pertaining to payroll deduction, to include electronic transmission of data and changes in payroll deduction procedures, forms, etc.;
3. to receive and review recommendations submitted by the utilizing states for presentation to the Department of Defense on behalf of the utilizing states;
4. to keep the utilizing states informed, either directly or through NGEDA, of all matters pertaining to the utilization of payroll deductions for the stated purposes;
5. to maintain the official files and records of all matters pertaining to the use of payroll deduction on behalf of the utilizing states
6. to review those insurance-related matters referred to it and shall report the results thereof to the Executive Committee and to the next following annual or special meeting. (Amended January 2017)

SECTION B: PROCEDURES.

1. Upon approval by a majority of the utilizing states, after discussion and coordination with the U.S. Army/U.S. Air Force Finance Centers, the PDCB/Insurance Committee shall present to the Department of Defense any recommendations for enhancement of the payroll deduction system on behalf of the participating states.
2. The chairman of the PDCB/Insurance Committee shall render an annual report of the activities of the Board at the annual meeting of NGEDA.
3. The chairman of PDCB/Insurance Committee shall provide the states with minutes of all Board meetings within sixty (60) days following the meetings.
4. Each state that has signed a memorandum of agreement for National Guard payroll deductions with an approved Certification of Allottee shall have one vote. (Amended January 2017)

#### **SECTION C. MEMBERSHIP.**

1. The PDCB/Insurance Committee shall consist of five members.
2. Officers of the Board, as deemed appropriate, shall be elected by members of the Board.
3. The term of office for a newly designated member shall be three years beginning on 1 March following election and ending on the last day of February, three years later. (Amended April 2021)
4. At the annual meeting there will be an election of a member whose name appears as the Certification of Allottee on the Memorandum of Agreement, or a state Executive Director or designee who's Association maintains the payroll authority, to fill each vacancy on the PDCB/Insurance Committee. (Amended April 2021)
5. In the event of unplanned vacancies, the Executive Committee shall appoint a member of the Association who meets the criteria in Article X, Section C.4. Said appointee will serve at the discretion of the Executive Committee for the unexpired term of the replaced member. (Amended January 2017)

#### **ARTICLE XI - AMENDMENTS**

**SECTION A: PROCEDURE.** These bylaws shall be amended as follows:

1. **TWO-THIRDS.** Those articles requiring a two-thirds vote of those voting members present and voting at an annual or special meeting duly called, shall be: Article I Name, Article II Mission, Article III Membership, Article V Elections, Article VI Officers, Article VII Executive Committee, Article VIII Meetings, Article IX Committees, Article X Payroll Deduction Coordinating Board, Article XI Amendments.
2. **MAJORITY.** The article requiring a majority vote of those voting members present and voting at an annual or special meeting duly called shall be: Article IV Dues and Fiscal Year.
3. **POSTING.** Copies of these bylaws, as amended from time to time, shall be mailed to the membership, made available at an annual or special meeting of the Association, and or posted on the NGEDA web site within a reasonable time after being so amended. (Amended September 2016)